

LIPPERT, HUMPHREYS, CAMPBELL, DUST & HUMPHREYS, P.C.

ATTORNEYS AND COUNSELORS AT LAW

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B. J. HUMPHREYS

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October 24, 2005

United States Bankruptcy Court
Southern District of New York
Attn: Kathleen Farrell-Willoughby, Clerk
One Bowling Green
New York, NY 10004-1408

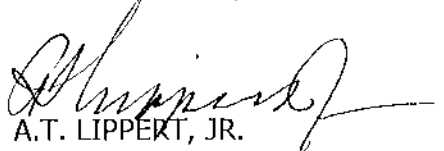
RE: In Re: Delphi Corporation, et al.
Chapter 11
Case No. 05-44481 (RDD)

Dear Ms. Willoughby:

Enclosed please find the original Affidavit which I ask you to file in the above matter.

Thank you for your attention to this matter.

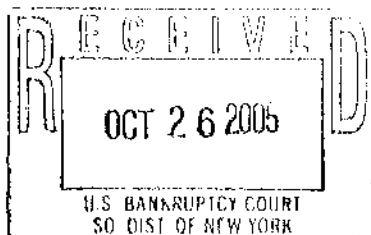
Very truly yours,
LIPPERT, HUMPHREYS, CAMPBELL,
DUST & HUMPHREYS, P.C.


A.T. LIPPERT, JR.

ATL:kkp

Enclosure

cc: John Wm. Butler, Jr. (w/encl.)
Kayalyn A. Marafioti (w/encl.)



UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION, et al.

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

AFFIDAVIT

STATE OF MICHIGAN)
)SS
COUNTY OF SAGINAW)

A.T. Lippert, Jr. being duly sworn, deposes and says:

1. I am a principal of Lippert, Humphreys, Campbell, Dust & Humphreys, P.C., ("Lippert Humphreys") maintaining offices at 4800 Fashion Square Blvd., Suite 410, Saginaw, MI 48604.

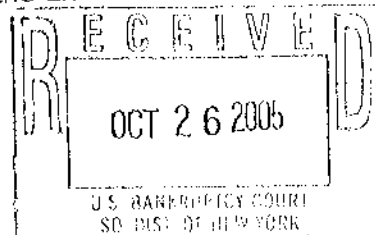
2. Neither I, Lippert Humphreys, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Lippert Humphreys, has represented and advised the Debtors in lawsuits with respect to a broad range of aspects of Debtors' businesses.

4. The Debtors have requested, and Lippert Humphreys as agreed, to continue to represent and advise the Debtors pursuant to Section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Lippert Humphreys proposes, to render the following services to the Debtors: Representation in civil actions.

5. Lippert Humphreys' current fees arrangement is \$150.00 per hour.

6. Except as set forth herein, no promises have been received by Lippert Humphreys or any partner, auditor or other member thereof as to compensation in connection with these Chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.



7. Lippert Humphreys has no agreement with any entity to share with such entity any compensation received by Lippert Humphreys.

8. Lippert Humphreys, and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending Chapter 11 cases. Lippert Humphreys does not and will not represent any such entity in connection with these pending Chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

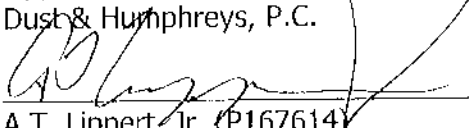
9. Neither I, Lippert Humphreys, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Lippert Humphreys is to be engaged.

10. The foregoing constitutes the statement of Lippert Humphreys pursuant to Sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

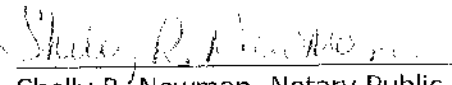
FURTHER AFFIANT SAYETH NOT.

October 24, 2005.

Lippert, Humphreys, Campbell,
Dust & Humphreys, P.C.


A.T. Lippert, Jr. (P167614)
4800 Fashion Square Blvd.
Plaza North, Suite 410
Saginaw, MI 48604
(989) 792-2552

Subscribed and sworn before me, a Notary Public, on this 24 day of
October, 2005.


Shelly R. Newman, Notary Public
Saginaw County, Michigan
My Commission Expires: 12-7-07
Acting in the County of Saginaw